

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.
-----X

| Chapter 11

| Case No. 18—23538 (RDD)

| (Joint Administration Requested)

**NOTICE OF APPEARANCE AND
REQUEST FOR SERVICE OF PAPERS**

PLEASE TAKE NOTICE that Halperin Battaglia Benzija, LLP (“HBB”) hereby appears as co-counsel to the Taubman Landlords. The Taubman Landlords own shopping centers at which one or more of the above-captioned debtors (together, the “Debtors”) is party to a real estate lease, including:

- (i) Fairfax Company of Virginia L.L.C., commonly known as Fair Oaks Mall (located in Fairfax, Virginia);
- (ii) TVO Mall Owner LLC, commonly known as Twelve Oaks Mall (located in Novi, Michigan); and
- (iii) Sunvalley Shopping Center LLC, commonly known as Sunvalley Shopping Center (located in Concord, California).

HBB enters its appearance pursuant to section 1109(b) of title 11 of the United States Code, as amended (the “Bankruptcy Code”) and Rule 9010(b) of the Federal Rules of Bankruptcy Procedure, as amended (the “Bankruptcy Rules”), and counsel hereby requests, pursuant to Bankruptcy Rules 2002, 3017 and 9007 and sections 342 and 1109(b) of the Bankruptcy Code, that copies of any and all notices and papers filed or entered in the above-captioned cases be given and served upon the following:

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PLEASE TAKE FURTHER NOTICE, that pursuant to section 1109(b) of the Bankruptcy Code, the foregoing demand constitutes not only a request for service of the notices and papers referred to in the Bankruptcy Rules specified above, but also includes, without limitation, a request for service of all orders and notices of any application, motion, petition, pleading, request, complaint, or demand, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, courier service, hand delivery, telephone, facsimile transmission, telegraph, telex, or otherwise, that (1) affects or seeks to affect in any way any rights or interests of any of the Debtors, creditors, landlords, equity holders, or parties in interest in these cases, with respect to: (a) the Debtors and any related cases or adversary proceedings, whether currently pending or later commenced; (b) property of the Debtors' estates, or proceeds thereof in which the Debtors may claim an interest; or (c) property or proceeds thereof in the possession, custody, or control of others that the Debtors may seek to use; or (2) requires or seeks to require any act or other conduct by a party in interest in these bankruptcy cases.

PLEASE TAKE FURTHER NOTICE that this Notice of Appearance is intended for the purpose of receiving notices and is not intended to be and should not be deemed a submission to the jurisdiction of this Court. In addition, this Notice of Appearance and any subsequent appearance, pleading, claim, or suit is not intended nor shall be deemed to waive the rights of the Taubman Landlords: (1) to have an Article III judge adjudicate in the first instance any case, proceeding, matter, or controversy as to which a Bankruptcy Judge may not enter a final order or judgment consistent with Article III of the United States Constitution; (2) to have final orders in non-core case, proceeding, matter, or controversy entered only after an opportunity to object to proposed findings of fact and conclusions of law and a *de novo* review by a District Court Judge; (3) to trial by jury in any case, proceeding, matter, or controversy so triable; (4) to have the

reference withdrawn by the United States District Court in any case, proceeding, matter, or controversy subject to mandatory or discretionary withdrawal; or (5) any other rights, claims, actions, defenses, setoffs, or recoupments to which the Taubman Landlords are or may be entitled under agreements, in law, or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments expressly are hereby reserved. For the avoidance of doubt, the filing of this Notice of Appearance and Request for Service of Papers is not intended as, and shall not be, the Taubman Landlords' consent to the entry of final orders and judgments in any case, proceeding, matter, or controversy if it is determined that the Court, absent consent of the Taubman Landlords, cannot enter final orders or judgments in such any case, proceeding, matter, or controversy, as applicable, consistent with Article III of the United States Constitution.

Dated: New York, New York
October 16, 2018

HALPERIN BATTAGLIA BENZIJA, LLP
Co-counsel to the Taubman Landlords

/s/ Donna H. Lieberman

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